

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Staci McFadden, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On September 28, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 1) First Amended Pretrial and Scheduling Order Relating to Debtors' Motion for Order Under 11 U.S.C. §365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation ("First Amended GM Contract Rejection Motion No. 1 Scheduling Order") (Docket No. 5214) [a copy of which is attached hereto as Exhibit E]
- 2) Sixth Amended Scheduling Order on Debtors' Motion for Order Under 11 U.S.C. § 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Authorizing Modification of Retiree Welfare Benefits Under 11 U.S.C. § 1114(g) ("Sixth Amended Section 1113 and 1114 Scheduling Order") (Docket No. 5221) [a copy of which is attached hereto as Exhibit F]
- 3) Notice of Presentment of Order Under 11 U.S.C. Section 327(a) and Fed. R. Bankr. P. 2014 and 2016 Authorizing Expansion of Scope of Employment of FTI Consulting, Inc. as Restructuring and Financial Advisor To Debtors To Include Economic Consulting Services Nunc Pro Tunc To May 25, 2006 (Docket No. 5224) [a copy of which is attached hereto as Exhibit G]

On September 28, 2006, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via overnight delivery:

- 4) First Amended Pretrial and Scheduling Order Relating to Debtors' Motion for Order Under 11 U.S.C. §365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation

("First Amended GM Contract Rejection Motion No. 1 Scheduling Order")
(Docket No. 5214) [a copy of which is attached hereto as Exhibit E]

On September 28, 2006, I caused to be served the document listed below upon the parties listed on Exhibit I hereto via overnight delivery:

- 5) Sixth Amended Scheduling Order on Debtors' Motion for Order Under 11 U.S.C. § 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Authorizing Modification of Retiree Welfare Benefits Under 11 U.S.C. § 1114(g) ("Sixth Amended Section 1113 and 1114 Scheduling Order")
(Docket No. 5221) [a copy of which is attached hereto as Exhibit F]

On September 28, 2006, I caused to be served the document listed below upon the parties listed on Exhibit J hereto via overnight delivery:

- 6) Notice of Presentment of Order Under 11 U.S.C. Section 327(a) and Fed. R. Bankr. P. 2014 and 2016 Authorizing Expansion of Scope of Employment of FTI Consulting, Inc. as Restructuring and Financial Advisor To Debtors To Include Economic Consulting Services Nunc Pro Tunc To May 25, 2006
(Docket No. 5224) [a copy of which is attached hereto as Exhibit G]

Dated: October 2, 2006

/s/ Staci McFadden

Staci McFadden

Subscribed and sworn to (or affirmed) before me on this 2nd day of October, 2006, by Staci McFadden, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Shannon J. Spencer

Commission Expires: 6/20/10

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	sean.p.corcoran@delphi.com karen.i.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International Flextronics International USA, Inc.	Carrie L. Schiff Paul W. Anderson	305 Interlocken Parkway 2090 Fortune Drive 6501 William Cannon Drive West		Broomfield San Jose	CO CA	80021 95131	303-927-4853 408-428-1308		cschiff@flextronics.com paul.anderson@flextronics.com	Counsel to Flextronics International Counsel to Flextronics International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III		MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheier Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuie@ffhsi.com sliviri@ffhsi.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kinsey Avenue 1701 Pennsylvania Avenue, NW		Huntersville Washington	NC DC	28078 20006	704-992-5075 202-857-0620	866-585-2386 202-659-4503	valerie.venable@ge.com lhassel@groom.com	Creditor Committee Member Counsel to Employee Benefits
Groom Law Group	Lonie A. Hassel			Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
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Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	OH	45439	937-294-7813	937-294-9164		Creditor Committee Member
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Law Debenture Trust of New York	Patrick J. Healy	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Daniel R. Fisher	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee

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Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtoqut.com	Conflicts Counsel to the Debtors
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	212-668-2255 does not take service via fax		Counsel to United States Trustee
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Counsel to General Motors Corporation
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Creditor Committee Member/Indenture Trustee

EXHIBIT B

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
Flextronics International USA, Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	Counsel to Flextronics International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
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Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
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JPMorgan Chase Bank, N.A.	Vilma Francis	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	vilma.francis@jpmorgan.com	Prepetition Administrative Agent
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Law Debenture Trust of New York	Daniel R. Fisher	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
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Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel to Toyota Tsusho America, Inc.

EXHIBIT C

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	PARTY / FUNCTION
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farmington Hills	MI	48331		248-489-7406	866-609-0888	Vice President of Administration for Akebono Corporation
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	716-856-5510	Counsel to Relco, Inc.; The Durham Companies, Inc.
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
King & Spalding, LLP	Alexandra B. Feldman	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-556-2222	Counsel to Martinrea International, Inc.
Kirkland & Ellis LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	312-861-2200	Counsel to Lunt Manufacturing Company
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	216-579-0212	Counsel to WL, Ross & Co., LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3157	212-373-2053	Counsel to Ambrake Corporation; Akebono Corporation
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333		330-670-3004	330-670-3020	Counsel to Republic Engineered Products, Inc.
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower		Chicago	IL	60666		312-258-5500	312-258-5600	Counsel to Means Industries
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	Counsel to Maxim Integrated Products, Inc.

EXHIBIT D

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	PARTY / FUNCTION
Cage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202		303-295-0202	Counsel to United Power, Inc.
Dykema Gossett PLLC	Gregory J. Jordan	10 Wacker	Suite 2300	Chicago	IL	60606		312-627-2171	Counsel to Tremont City Barrel Fill PRP Group
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202			General Counsel to Jason Incorporated
Miami-Dade County Tax Collector	Metro-Dade Paralegal Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130		305-375-5314	Paralegal Collection Specialist for Miami-Dade County
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734		989-385-3230	Corporate Secretary for Professional Technologies Services
Rosen Slome Marder LLP	Thomas R. Slome	333 Earle Ovington Boulevard	Suite 901	Uniondale	NY	11533		516-227-1600	Counsel to JAE Electronics, Inc.

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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FIRST AMENDED PRETRIAL AND SCHEDULING ORDER RELATING TO
DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. § 365 AND FED. R.
BANKR. P. 6006 AUTHORIZING REJECTION OF CERTAIN
EXECUTORY CONTRACTS WITH GENERAL MOTORS CORPORATION

("FIRST AMENDED GM CONTRACT
REJECTION MOTION NO. 1 SCHEDULING ORDER")

Upon the Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006
Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation
(referred to as the "GM Contract Rejection Motion No. 1"), dated March 31, 2006 (Docket No.
3033) (the "Motion"), filed by Delphi Corporation and certain of its subsidiaries and affiliates,
debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and
upon the response of the Official Committee of Unsecured Creditors, dated June 15, 2006
(Docket No. 4198), the preliminary and supplemental objections of General Motors Corporation,
dated April 12, 2006 and June 5, 2006, respectively (Docket Nos. 3210 and 4019), the
preliminary objection and response and supplemental limited objection of the Ad Hoc Equity
Committee, dated April 17, 2006 and August 8, 2006, respectively (Docket Nos. 3243 and 4879),
the limited objection of SPS Technologies, Inc., SPS Technologies Waterford Company, and
Greer Stop Nut, Inc., dated May 2, 2006 (Docket No. 3567), and the preliminary and limited

objections of the Official Committee of Equity Security Holders, dated May 26, 2006 and June 12, 2006, respectively (Docket Nos. 3926 and 4128)(collectively with the objectors and responders, the "Respondents"); and upon the Debtors' Omnibus Response To Objections To Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation, dated June 15, 2006 (Docket No. 4203); and the Debtors having originally noticed the Motion for hearing on the omnibus hearing date of May 12, 2006, which was subsequently adjourned by the Court; and the Court having issued a Pretrial And Scheduling Order Relating To Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation, dated June 13, 2006 (Docket No. 4169) (the "Pretrial And Scheduling Order"); and the parties to the Motion having appeared before the Court for a status conference on the Motion on August 15, 2006 pursuant to the Pretrial And Scheduling Order; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

The Pretrial And Scheduling Order shall remain in full force and effect except as follows:

1. The hearing on the Motion is adjourned to a date to be determined by the Court as may be requested by the Debtors.
2. The Court shall conduct an in-person, in-camera status conference pursuant to 11 U.S.C. § 105(d)(1) with the Debtors and the Respondents at 3:00 p.m. (Prevailing Eastern Time) on October 19, 2006.

3. On or before October 17, 2006, the Debtors shall advise the Respondents whether at the status conference provided for in paragraph 2 above the Debtors intend to request that the Court schedule trial dates on the Motion or schedule further status conferences to provide additional time for negotiations.

Dated: New York, New York
September 28, 2006

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05 – 44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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SIXTH AMENDED SCHEDULING ORDER ON DEBTORS' MOTION FOR
ORDER UNDER 11 U.S.C. § 1113(c) AUTHORIZING REJECTION OF
COLLECTIVE BARGAINING AGREEMENTS AND AUTHORIZING MODIFICATION OF
RETIREE WELFARE BENEFITS UNDER 11 U.S.C. § 1114(g)

("SIXTH AMENDED SECTION 1113 AND 1114 SCHEDULING ORDER")

Upon the Motion, dated October 8, 2005 (the "Motion"), of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 1113 and 1114 of the Bankruptcy Code¹ and Fed. R. Bankr. P. 2002(m) and 9006 establishing notice procedures, briefing schedule, and hearing date regarding the Debtors' Motion To (a) Reject Collective Bargaining Agreements Under Section 1113(c) And (b) Eliminate Retiree Medical And Life Insurance Benefits For Union-Represented Retirees Under Section 1114(g) (the "1113/1114 Motion"); and this Court having entered an order granting the Motion on October 13, 2005 (Docket No. 232);² and the Court having received and reviewed various objections and responses

¹ As used herein, the term "Bankruptcy Code" means chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended.

² Subsequent scheduling orders have been entered by the Court at docket nos. 2225, 2425, 2996, 4170, and 5058.

filed by various parties³ (collectively, the "Respondents"); and the Court having commenced the contested hearing on the 1113/1114 Motion on May 9, 2006 and conducted hearings on the contested motion on various trial dates in May and June 2006; and the Court having previously adjourned the contested hearing until September 18, 2006 in accordance with the Fifth Amended Section 1113 And 1114 Scheduling Order; and the IBEW and the IAM having filed a Motion for Judgment on Partial Findings Dismissing the IBEW and IAM Pursuant to Rule 7052(c) on August 11, 2006 (the "IBEW/IAM Motion for Judgment") (Docket No. 4890); and the Debtors having filed a response to the IBEW/IAM Motion for Judgment on August 16, 2006 (Docket No. 4944); and the Court having adjourned the contested hearing until August 17, 2006, and then further to August 18, 2006; and the IBEW and the IAM having filed a reply in support of the IBEW/IAM Motion for Judgment on August 27, 2006 (Docket No. 5031); and the Debtors and the Respondents having advised the Court, through counsel, at the chambers conference held on September 14, 2006 that the Debtors and all Respondents had conducted "meet and confer" conferences on September 12 and 14, 2006; and the Court having conducted an in-camera status conference on September 28, 2006 at which the parties agreed, among other things, to submission of the form of this Order to the Court for the Court's evaluation and consideration; and the Court having determined in light of the parties' agreement on the submission of the form of this Order that a recess of the contested hearing on the 1113/1114 Motion to a date to be determined by the Court in the manner set forth herein is appropriate and in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

³ Objections and responses have been filed at docket nos. 3314, 3317, 3322, 3330, 3332, 3342, 3346, 3353,

ORDERED, ADJUDGED, AND DECREED THAT:

1. In light of the further progress reported to the Court at the status conferences held on September 14 and 28, 2006 in connection with the continuing out-of-court discussions among the Debtors and the Respondents, and in order for the Debtors and the Respondents to continue to concentrate their resources and activities on the collective bargaining of a consensual resolution of the 1113/1114 Motion and related plan of reorganization framework discussions, the hearing on the 1113/1114 Motion shall be further adjourned to a date to be determined by the Court as may be requested by the Debtors.

2. The date by which a ruling on the 1113/1114 Motion shall be issued pursuant to 11 U.S.C. § 1113(d)(2) and 11 U.S.C. § 1114(k)(2) shall be extended, with the consent of the Debtors and the Respondents (to the extent required by statute) to November 30, 2006. The parties reserve their right to agree to additional extensions beyond November 30, 2006.

3. The Court shall conduct an in-person, in-camera status conference pursuant to 11 U.S.C. § 105(d)(1) with the Debtors, the Respondents, and the Official Committee of Equity Security Holders (collectively, the "Parties") at 2:00 p.m. (Prevailing Eastern Time) on October 19, 2006 so that the Court can be apprised by the Parties of the status of negotiations regarding the consensual resolution of the 1113/1114 Motion and to consider either the resumption of hearings on the Debtors' request for relief under section 1113 and 1114 of the Bankruptcy Code or the scheduling of additional status conferences. Parties shall be permitted to participate telephonically in such status conference.

4. On or before October 17, 2006, the Debtors shall advise the Respondents and the Official Committee of Equity Security Holders whether at the status conference provided for in paragraph 3 above the Debtors intend to request that the Court resume hearings on the Debtors' request for relief under section 1113 and 1114 of the Bankruptcy Code or schedule further status conferences to provide additional time for negotiations.

Dated: New York, New York
September 28, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

Presentment Date and Time: October 10, 2006 at 4:00 p.m.
Objection Deadline: October 10, 2006 at 2:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

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Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF ORDER UNDER
11 U.S.C. §§ 327(a) AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING
EXPANSION OF SCOPE OF EMPLOYMENT OF FTI CONSULTING, INC.
AS RESTRUCTURING AND FINANCIAL ADVISOR TO DEBTORS TO INCLUDE
ECONOMIC CONSULTING SERVICES NUNC PRO TUNC TO MAY 25, 2006

PLEASE TAKE NOTICE that on September 28, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, filed the Supplemental Application For An Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014 And 2016 Authorizing Expansion Of Scope Of Employment Of FTI Consulting, Inc. As Restructuring And Financial Advisor To Debtors To Include Economic Consulting Services Nunc Pro Tunc To May 25, 2006 (the "Supplemental Application," attached to this notice as Exhibit A).

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Supplemental Application will be held on October 19, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Supplemental Application are timely filed, served, and received, the order filed with the Supplemental Application and attached to this notice as Exhibit B will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on October 10, 2006 at 4:00 p.m. (Prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Supplemental Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the

Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006, as amended (the "Seventh Supplemental Case Management Order") (Docket No. 3824), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Brian Resnick), (v) counsel for the Official Committee Of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) FTI Consulting, Inc., Three Times Square, New York, New York, 10036 (Att'n: Randall S. Eisenberg), (vii) counsel for the Official Committee Of Equity Security Holders, Fried Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M.

Leonhard), in each case so as to be **received** no later than **2:00 p.m. (Prevailing Eastern Time) on October 10, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Seventh Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Supplemental Application are timely filed and served in accordance with the procedures set forth herein and in the Seventh Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Supplemental Application **without further notice**.

Dated: New York, New York
September 28, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
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Four Times Square
New York, New York 10036
(212) 735-3000

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Debtors and Debtors-in-Possession

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International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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SUPPLEMENTAL APPLICATION FOR ORDER UNDER 11 U.S.C. § 327(a) AND
FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING EXPANSION OF SCOPE OF
EMPLOYMENT OF FTI CONSULTING, INC. AS RESTRUCTURING AND FINANCIAL
ADVISOR TO DEBTORS TO INCLUDE
ECONOMIC CONSULTING SERVICES NUNC PRO TUNC TO MAY 25, 2006

("FTI SUPPLEMENTAL RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the
"Affiliate Debtors"),¹ debtors and debtors-in-possession in the above-captioned cases

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc.,

(collectively, the "Debtors"), hereby submit this supplemental retention application (this "Supplemental Retention Application") for an order under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 and 2016 authorizing the expansion of the scope of employment of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors, and employees, "FTI") as restructuring and financial advisor to the Debtors to include the provision of economic consulting services to the Debtors (and certain current and former directors and officers of Delphi and certain Delphi-related entities), nunc pro tunc to May 25, 2006. In support of this Supplemental Retention Application, the Debtors submit the Affidavit Of Randall S. Eisenberg, sworn to September 25, 2006, (the "Eisenberg Affidavit"). In further support of this Supplemental Retention Application, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases.

2. No trustee or examiner has been appointed in the Debtors' cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (the "Equity Committee").

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(a) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2005 had global 2005 net sales of approximately \$26.9 billion and global assets of approximately \$17.0 billion.² At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's

² The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.³ Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion.

9. The Debtors believe that the Company's financial performance has deteriorated because of (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

³ Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major unions and GM had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined the key tenets of its transformation plan. The Company believes that this plan will enable it to return to stable, profitable business operations and allow the Debtors to emerge from these chapter 11 cases in the first half of 2007. To complete their restructuring process, the Debtors must focus on five key areas. First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business. Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company. Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint. Finally, the Debtors must devise a workable solution to their current pension situation.

12. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of

its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

13. By this Supplemental Retention Application, the Debtors seek to expand the scope of employment of FTI as restructuring and financial advisor to the Debtors to include the provision of economic consulting services to the Debtors (and certain current and former directors and officers of Delphi and certain Delphi-related entities). Accordingly, the Debtors respectfully request the entry of an order under section 327(a) of the Bankruptcy Code authorizing the expansion of the scope of FTI's employment as restructuring and financial advisor to the Debtors in these chapter 11 cases to include the provision of economic consulting services pursuant to the letter agreement attached to the Eisenberg Affidavit as Exhibit B (the "Engagement Letter"), nunc pro tunc to May 25, 2006.

Overview

14. The Debtors filed an application for employment of FTI as restructuring and financial advisor to the Debtors in these chapter 11 cases on October 8, 2005 (the "FTI Retention Application"). On November 4, 2005, this Court approved the FTI Retention Application.

15. FTI is currently providing the Debtors with a wide array of restructuring and financial advisory services in support of their reorganization process. As part of this process, the Debtors are seeking to defend themselves against certain lawsuits.

16. FTI has been approached by the Debtors and Shearman & Sterling LLP, Special Counsel to the Debtors ("Shearman"), to assist Shearman in rendering legal advice and performing legal services for the Debtors (and certain current and former directors and officers

of Delphi and certain Delphi-related entities) by providing economic consulting services relating to certain legal actions that are, or may in future be, pending against the Debtors.

17. This Supplemental Retention Application sets forth the proposed additional services to be provided by FTI and the associated fee arrangement and seeks the Court's approval for expansion of FTI's role.

Scope Of Additional Services

18. The Debtors seek to expand FTI's current scope of services to include the provision of privileged economic consulting services, to be rendered under the direction and supervision of Shearman, relating to certain pending and future litigation (the "Economic Consulting Services").

Applicable Fee Arrangement

19. The Debtors understand that FTI will continue to apply to this Court for allowance of compensation and reimbursement of expenses related to the Economic Consulting Services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, corresponding Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), orders of this Court, and guidelines established by the U.S. Trustee (the "U.S. Trustee Guidelines").

20. FTI will not bill for the Economic Consulting Services separately from the restructuring and financial advisory services, but rather will designate one or more separate billing codes in order that the Economic Consulting Services performed may be distinguishable and distinct from such other services.

21. FTI and the Debtors have agreed upon a compensation arrangement for the Economic Consulting Services that is distinct from the compensation associated with the other

restructuring and financial advisory services. FTI's customary hourly rates for the Economic Consulting Services, subject to periodic adjustments, are as follows:

Daniel R. Fischel	\$1,000
Senior Vice Presidents	\$485-590
Vice Presidents	\$450-485
Economists	\$325-440
Research Staff	\$125-315

22. In addition to the professional fees outlined above, the Economic Consulting Services provided may require empirical analysis of large datasets. FTI charges a fee for use of its computer capability. The use of computer capability is not included in the hourly rates outlined above. Should empirical analysis be required, the charge for this capability will be measured by FTI's customary rates times the actual amount of CPU time, connect time, and other functions actually used. FTI will limit the use of the computer capability charge to no more than 20% of total professional fees.

23. FTI will only bill for reasonable expenses that are likely to be incurred on the Debtors' behalf while it is performing the Economic Consulting Services. FTI will not charge any markup, overhead, profit, or other fees on these reimbursable expenses.

Other Terms and Provisions

24. All other terms and provisions that are applicable to the Economic Consulting Services are consistent with the FTI Retention Application and are hereby incorporated by reference into this Supplemental Retention Application and remain in full force and effect.

Conclusion

25. For the foregoing reasons, the Debtors submit that the relief requested herein is in the best interests of the Debtors and their estates and creditors and should be approved.

Notice

26. Notice of this Supplemental Retention Application has been provided in accordance with the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum of Law

27. Because the legal points and authorities upon which this Supplemental Retention Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the expansion of the scope of FTI's employment as restructuring and financial advisor to the Debtors in these chapter 11 cases to include the provision of the Economic Consulting Services, nunc pro tunc to May 25, 2006 and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
September 28, 2006

DELPHI CORPORATION, on behalf of itself and
certain of its subsidiaries and affiliates, as Debtors and
Debtors-in-possession

By: /s/ John D. Sheehan
Name: John D. Sheehan
Title: Vice President and Chief Restructuring
Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014 AND 2016
AUTHORIZING EXPANSION OF SCOPE OF EMPLOYMENT OF FTI CONSULTING, INC.
AS RESTRUCTURING AND FINANCIAL ADVISOR TO DEBTORS TO
INCLUDE ECONOMIC CONSULTING SERVICES NUNC PRO TUNC TO MAY 25, 2006

("FTI SUPPLEMENTAL RETENTION ORDER")

Upon the supplemental application, dated September [], 2006 (the "FTI Supplemental Retention Application"), of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 and 2016 authorizing the expansion of the scope of FTI's employment as restructuring and financial advisor to the Debtors in these chapter 11 cases to include the provision of Economic Consulting Services (as defined in the FTI Supplemental Retention Application); and upon this Court having determined that the relief requested in the FTI Supplemental Retention Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the FTI Supplemental Retention Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The FTI Supplemental Retention Application is GRANTED.
2. Pursuant to the FTI Supplemental Retention Application and that certain Engagement Letter, dated as of May 25, 2006, the Debtors' retention of FTI as its restructuring and financial advisor is hereby expanded in accordance with 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 and 2016 and FTI is hereby authorized to provide Economic Consulting Services to the Debtors (and certain current and former directors and officers of Delphi and certain Delphi-related entities), with approval of such expansion being effective as of May 25, 2006.
3. FTI shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the United States Bankruptcy Code and all applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
October __, 2006

UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

FOURTH SUPPLEMENTAL AFFIDAVIT OF RANDALL S. EISENBERG
IN SUPPORT OF THE RETENTION OF FTI CONSULTING, INC. AS
RESTRUCTURING AND FINANCIAL ADVISOR TO THE DEBTORS AND THE
SUPPLEMENTAL RETENTION APPLICATION OF FTI CONSULTING, INC. FOR ORDER
UNDER 11 U.S.C. § 327(A) AND FED. R. BANKR. P. 2014 AND 2016
AUTHORIZING EXPANSION OF SCOPE OF EMPLOYMENT TO INCLUDE
ECONOMIC CONSULTING SERVICES

Randall S. Eisenberg, being duly sworn, deposes and states as follows:

1. I am a Senior Managing Director with the firm of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors, and employees, "FTI"). I submit this affidavit (the "Fourth Supplemental Affidavit")¹ to supplement my prior affidavits that were submitted in connection with FTI's retention in these chapter 11 cases and in support of the supplemental retention application (the "Supplemental Application") of Delphi Corporation, and certain of its subsidiaries, and debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors") for entry of an order pursuant to

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Supplemental Application.

11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 and 2016 authorizing the expansion of the scope of employment of FTI to include the provision of economic consulting services to the Debtors nunc pro tunc to May 25, 2006 under the terms and conditions set forth in the letter agreement attached hereto as Exhibit B (the "Engagement Letter"). Unless otherwise stated in this Fourth Supplemental Affidavit², I have personal knowledge of the facts set forth herein.

2. On October 8, 2005, the Debtors commenced these cases by filing voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code.

3. On October 8, 2005, the Debtors filed an application to retain FTI as its Restructuring and Financial Advisor. In support of the application, FTI filed an affidavit executed by the undersigned on behalf of FTI in accordance with the applicable sections of the Bankruptcy Code (the "Original Affidavit"). On or about February 27, 2006, April 26, 2006, and July 31, 2006, I submitted supplemental affidavits to update the disclosures made in the Original Affidavit (the "Supplemental Affidavits").

4. Since the filing of the last of these Supplemental Affidavits, the following has come to my attention:

- a. Upon information and belief, FTI has provided and could reasonably be expected to continue to provide services to the parties set forth in Exhibit A, as well as those clients disclosed in previous affidavits. FTI's representation of these organizations is wholly unrelated to the Debtors

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals within FTI and are based upon information they have provided.

and these Chapter 11 cases. To the best of my knowledge, no services have been provided to these or other parties-in-interest disclosed in my prior affidavits that involve their rights in the Debtors' cases, nor does FTI's involvement in this case compromise its ability to continue such consulting services. Nevertheless, in the interest of full disclosure, I point out the following relationship:

FTI has been retained by General Motors to provide economic consulting services in association with a securities class action lawsuit.

5. Insofar as I have been able to ascertain and subject to the disclosures herein and in my prior affidavits, FTI does not represent any interests adverse to the Debtors' estates and, to the best of my knowledge, remains a "disinterested person" as that term is defined in Section 101(14), as modified by Section 1107(b), of the Bankruptcy Code.

Scope Of Additional Services

6. The Debtors seek to expand FTI's current scope of services to include the provision of privileged economic consulting services, to be rendered under the direction and supervision of Shearman & Sterling LLP, Special Counsel to the Debtors, relating to certain pending and future litigation (the "Economic Consulting Services"), as outlined in the Engagement Letter attached hereto as Exhibit B.

Professional Compensation For Economic Consulting Services

7. Subject to court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable U.S. Trustee

guidelines, and the local rules of this District, FTI will seek payment for compensation on an hourly basis, as well as computer capability fees, for the Economic Consulting Services, plus reimbursement of actual and necessary expenses incurred by FTI. FTI's customary hourly rates, as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement, are outlined in the Engagement Letter. These hourly rates are adjusted annually.

Dated: New York, New York
September 25, 2006

By: /s/ Randall S. Eisenberg
Randall S. Eisenberg
Senior Managing Director

Sworn to and subscribed before me on
this 25th day of September 2006

/s/ Linda J. Pearson
Notary Public

Exhibit A

Delphi Corporation, et al. Relationship Check Summary

Name
Avenue Capital Group
BB&T Corporation
BB&T Insurance Services
Cadwalader, Wickersham & Taft, LLP
Canon U.S.A. Inc.
Computer Patent Annuities Limited Partnership
Crowell & Moring LLP
Davis Polk & Wardwell
Fried, Frank, Harris, Shriver & Jacobson LLP
Goodwin Procter LLP
IBM
Jason Incorporated
Latham & Watkins LLP
Madison Capital Management, LLC
Marathon Asset Management
Maxim Integrated Products, Inc.
Mayer Brown & Platt
McDermott Will & Emery LLP
Milliman, Inc.
Morrison Cohen Singer & Weinstein LLP
Pardus Capital Management
SAP America, Inc.
Sumitomo Corporation of America
Sun Microsystems, Inc.
Union Pacific Railroad Company
Valence Operating
Weil, Gotshal & Manges LLP

Note: To the extent a listed entity has filed for Chapter 11, FTI may represent the Company or the Unsecured Creditors' Committee.

Exhibit B
Engagement Letter



FTI Consulting, Inc.
10000 Woodloch Forest
Suite 1000
New York, NY 10022
212.261.1000
www.fticonsulting.com

PRIVATE & CONFIDENTIAL

As of May 25, 2006

Brian H. Polovoy, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022

*Re: In re Delphi Corp. Securities, Derivative & "ERISA" Litigation
MDL No. 1725; Master Case No. 05-md-1725*

Dear Mr. Polovoy:

1. Introduction

This letter confirms that we, FTI Consulting, Inc. ("FTI"), through its wholly owned subsidiary Lexecon, LLC, have been retained by you, Shearman & Sterling LLP ("Shearman") to provide certain economic consulting services (the "Services") in connection with the above-referenced actions on behalf of Shearman's clients in those actions: Delphi Corporation ("Delphi" or the "Company"), certain current and former directors and officers of Delphi, and certain other Delphi-related entities (collectively the "Clients") (a list of the Clients is attached hereto). This letter of engagement (the "Engagement") and the attachments hereto constitute the engagement contract (the "Engagement Contract") pursuant to which such Services will be provided.

2. Scope of Services

FTI will act at the direction of and under the supervision of Shearman to assist Shearman in rendering legal advice and performing legal services for its Clients. The scope of services to be performed will consist of economic consulting services relating to the above-referenced actions. Work performed by FTI as part of this engagement, including, without limitation, any oral or written reports that it may prepare, constitute privileged and confidential communications. FTI further understands that any document prepared by FTI is prepared for Shearman.

To facilitate the rendering of legal advice by Shearman, it will be necessary for FTI to interpret certain complex economic data. In this regard, it is expected that FTI will be asked to undertake specialized projects under Shearman's direction. In the course of this assignment, either the Clients or Shearman will be transmitting information and documents in confidence to FTI, including, if necessary, materials prepared in anticipation of litigation. FTI is being retained at this time to provide consulting services only.

It is specifically understood that if Mr. Fischel or another FTI agent or employee is later designated a testifying expert it is possible that some or all of the documents already created by FTI may become discoverable, including drafts and notes prepared prior to the time that an opinion or report is finalized. FTI agrees that: (a) it will not prepare any draft opinion or report without Shearman's consent (regardless of whether the draft is for internal purposes or to share with others); and (b) it will not share any draft opinion, report or analysis, or other documents relating to this engagement, with any other person without Shearman's consent.

Brian H. Polovoy, Esq.
May 25, 2006

While FTI may from time to time suggest options that may be available to Shearman and its Clients, and further give its professional evaluation of these options, the ultimate decision as to which, if any, of these options to implement rests with Shearman and the Clients. FTI and its employees will not make any management decisions for Delphi and will not be responsible for communicating information concerning Delphi to the public, its shareholders or others.

3. **Fees**

Professional fees in connection with this Engagement will be based upon the time incurred providing the Services, multiplied by our standard hourly rates, summarized as follows:

	Per Hour
Daniel R. Fischel	\$1,600
Senior Vice Presidents	\$495-590
Vice Presidents	\$450-485
Economists	\$325 - 440
Research Staff	\$125 - 315

FTI agrees not to raise its rates for this engagement for at least twelve months from the date of retention. We will notify Shearman and obtain its concurrence in advance of any changes to our rates after this 12 month period in excess of 5% of the then applicable hourly rates. FTI will comply with the original cost estimate given to Delphi. Note that FTI does not provide any assurance regarding the outcome of its work, and its fees will not be contingent on the results of such work. We will provide a list of those persons we propose to work on this matter and obtain your approval. We will also obtain your approval before adding others as soon as practicable.

In addition to the professional fees outlined above, on economic consulting cases requiring an empirical analysis of large datasets, FTI charges a fee for use of its computer capability. FTI professionals perform the empirical analysis using an IBM mainframe computer, analytic software, data conversion tools, technical know-how, and the assistance of seven technology staff whose time typically is not billed on a rate per hour basis. The use of computer capability charge is not included in FTI's standard hourly rate structure. Should empirical analysis be required, the charge for this capability will be measured by FTI's customary rates times the actual amount of CPU time, connect time and other functions actually used. (For purposes of this case, FTI will limit the use of computer capability charge to no more than 20% of total professional fees.)

In addition to the fees outlined above, FTI will bill for reasonable expenses that are incurred on the Clients' behalf during this Engagement. FTI will only bill for reasonable expenses to the extent such reimbursement is permitted by Delphi's standard billing instructions, a copy of which is attached hereto. FTI will not charge any markup, overhead, profit or other fees on the reimbursable expenses.

All fees, expenses and costs will be paid directly by Delphi. Shearman will not be responsible in any manner for FTI's fees, expenses and costs. Notwithstanding that fact, bills will be sent monthly directly to Shearman, addressed as follows:

Brian H. Polovoy, Esq.
May 25, 2006

Brian H. Polovoy, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022-6069

Shearman will forward all bills to Delphi, which is solely responsible for payment.

If FTI and/or any of its employees are required to testify or provide evidence at or in connection with any judicial or administrative proceeding relating to this matter, FTI will be compensated by Delphi at its regular hourly rates and reimbursed for reasonable out of pocket expenses with respect thereto as permitted by Delphi's Billing Instructions. If FTI believes it needs counsel, it will first obtain written approval from the Company, which permission will not be unreasonably withheld or delayed.

During the course of the bankruptcy proceeding, invoices for fees and expenses incurred in connection with this Engagement will be billed in accordance with the procedures established by the Bankruptcy Court for the compensation of professionals and the reimbursement of expenses. If the retention continues after the bankruptcy proceeding, FTI will bill in accordance with its customary procedures.

4. Terms and Conditions

The attached Standard Terms and Conditions set forth the duties of each party with respect to the Services. Further, this letter and the attachments hereto comprise the entire Engagement Contract for the provision of the Services to the exclusion of any other express or implied terms, whether expressed orally or in writing, including any conditions, warranties and representations, and shall supersede all previous proposals, letters of engagement, undertakings, agreements, understandings, correspondence and other communications, whether written or oral, regarding the Services. Any conflict between Delphi's Billing Instructions and FTI Consulting, Inc. Standard Terms and Conditions shall be resolved in favor of Delphi's Billing Instructions.

5. Conflicts of Interest

FTI is not aware of any conflicts of interest or additional relationships that it believes would preclude it from performing the Services. As you know, FTI is a large consulting firm with numerous offices throughout the United States. FTI is regularly engaged by new clients, which may include one or more of the potentially interested parties. However, FTI will not accept an engagement that conflicts with this Engagement without your prior written consent.

On August 1, 2005, FTI was retained to provide financial advisory services related to Delphi's and certain of its subsidiaries' (collectively, "Debtors") restructuring efforts. On November 8, 2005, the U.S. Bankruptcy Court for the Southern District of New York entered an order Authorizing Employment and Retention of FTI Consulting, Inc. as Restructuring and Financial Advisors to the Debtors in their bankruptcy proceedings. In connection with its retention, FTI conducted a review of its relationships with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors (the "Potentially Interested Parties"), as provided by the Debtors. FTI has disclosed any known services that it performed on behalf of the parties-in-interest through affidavits with the Bankruptcy Court. Based on the results of this review, FTI is not aware of any conflicts of interest or additional relationships that we believe

Brian H. Polovoy, Esq.
May 25, 2006

would preclude us from performing the Services.

6. Personnel

All of FTI's agents and employees furnished by FTI to perform the Services (collectively, "Personnel") are and will remain FTI's employees and, under no circumstances, will any Personnel furnished by FTI be deemed to be the Clients' employees. FTI is solely responsible, at FTI's sole cost and expense, for (i) the fulfillment of all obligations to Personnel and (ii) the compliance by FTI and Personnel with this Agreement and all laws, regulations, orders and other governmental requirements applicable to performance of the Services.

FTI will require all Personnel who are performing any work on the Clients' premises to comply with all of the Clients' regulations and policies as provided in writing by the Clients to FTI. The Clients, in their sole discretion, have the right to: (a) bar any Personnel from their premises for failure to observe their regulations or policies, (b) require that FTI promptly remove from their premises any Personnel who violate any of their regulations or policies, and (c) require that FTI cease using any Personnel to perform the services who are reasonably unacceptable to them. The Clients will confer with FTI to discuss their concerns prior to requiring removal of any Personnel. FTI will replace any barred or removed Personnel with Personnel reasonably acceptable to the Clients.

- 7. Notification** – As part of the agreement to provide consulting services in this matter, FTI will immediately notify Shearman and simultaneously Delphi of the occurrence of any one of the following events: (a) the exhibition, disclosure or surrender of any documents or records prepared by or submitted to it or someone under its direction, in a manner not expressly authorized by Shearman; (b) a request by anyone to examine, inspect or copy such documents or records; (c) any effort to obtain any theories, opinions, facts, data, information or other materials within its possession, custody or control that have been disclosed or provided to it or generated by it in connection with this engagement; and (d) any attempt to serve, or the actual service of, any court order, subpoena or summons upon it that requires the production of any documents or records. Upon request FTI will immediately return to Shearman all documents, records and work papers provided to FTI by Shearman or Delphi.

8. Acknowledgement and Acceptance

Please acknowledge your acceptance of the terms of this Engagement Contract by signing the confirmation below and returning a copy of it to us at the above address.

9. Notices

Notices to the parties shall be delivered by FedEx with a copy by facsimile and email as follows:

FTI Consulting, Inc. Mark W. Zumbach Vice President 332 South Michigan Avenue Suite 1300 Chicago 60604 Tel 312.322.0210 Fax 312.322.0218 mzumbach@lexecon.com	Brian H. Polovoy, Esq. Shearman & Sterling LLP 599 Lexington Avenue New York, NY 10022-6069 Tel: 212/ 848-4703 Fax: 646/ 848-4703 bpolovoy@shearman.com	Delphi Corporation Joseph E. Papelian 5725 Delphi Drive Troy, MI 48098 Tel: 248/ 813-2535 Fax: 248/ 813-3251 joseph.e.papelian@delphi.com
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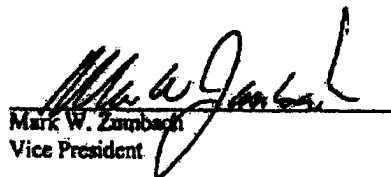
Brian H. Polovoy, Esq.
May 25, 2006

If you have any questions regarding this letter or the attached Standard Terms and Conditions, please do not hesitate to contact Daniel R. Fischer at 312-322-0209 or Mark W. Zumbach at 312-322-0210.

Yours faithfully,

FTI CONSULTING, INC.

By:


Mark W. Zumbach
Vice President

Attachments - As stated

Confirmation of Terms of Engagement

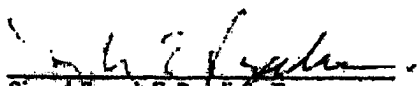
Shearman agrees to engage FTI Consulting, Inc. upon the terms set forth herein and in the attached Standard Terms and Conditions.


Signed: Brian H. Polovoy, Esq.
On behalf of Shearman & Sterling LLP

Date: As of May 25, 2006

Confirmation of Terms and Obligations of Payment

Delphi agrees to this Agreement and acknowledges its duties specified herein and in the attached Standard Terms and Conditions.


Signed: Joseph E. Papelash, Esq.
On behalf of Delphi Corporation
Date: As of May 25, 2006

Shearman & Sterling LLP's Clients

Securities

Delphi Corporation
Delphi Trust I
Delphi Trust II
J.T. Battenberg, III
Robert H. Brust
Virgis W. Colbert
David N. Farr
Bernd Gottschalk
Shoichiro Hirasajiri
Susan A. McLaughlin
Oscar de Paula Bernardes Neto
Cynthia A. Nickamp
John D. Opie
Roger S. Penske
Donald L. Runkle
John D. Sheehan
Patricia Suelitz
Thomas H. Wyman

ERISA

J.T. Battenberg, III
Robert H. Brust
Susan A. McLaughlin
John D. Opie
Thomas H. Wyman
Investment Policy Committee

Derivative

Delphi Corporation
J.T. Battenberg, III
Robert H. Brust
Virgis W. Colbert
David N. Farr
Bernd Gottschalk
Shoichiro Hirasajiri
Susan A. McLaughlin
Craig G. Naylor
Oscar de Paula Bernardes Neto
Cynthia A. Nickamp
Rodney O'Neal
John D. Opie
Roger S. Penske
Donald L. Runkle
John D. Sheehan
Patricia C. Suelitz
Thomas H. Wyman

FTI CONSULTING, INC.

STANDARD TERMS AND CONDITIONS

The following are the Standard Terms and Conditions on which we will provide the Services to you set forth within the attached letter of engagement dated as of May 25, 2006. The Engagement letter and the attachments thereto (collectively the "Engagement Contract") form the entire agreement between us relating to the Services and replace and supersede any previous proposals, letters of engagement, undertakings, agreements, understandings, correspondence and other communications, whether written or oral, regarding the Services. The headings and titles in the Engagement Contract are included to make it easier to read but do not form part of the Engagement Contract.

1. Reports and Advice

- 1.1 Reliance on drafts** – You acknowledge that no reliance shall be placed on draft reports, conclusions or advice, whether oral or written, issued by us as the same may be subject to further work, revision and other factors which may mean that such drafts are substantially different from any final report or advice issued.
- 1.2 Our responsibility for final reports** – In the event we will be acting as independent experts, our reports or advice must be objective and impartial. While we will be prepared to discuss draft reports, which do not constitute our final opinion, the content of our final report is a matter for us alone.
- 1.3 Use and purpose of advice and reports** – Any advice given or report issued by us is provided solely for the use and benefit of Shearman and the Clients and only in connection with the purpose in respect of which the Services are provided. Unless in connection with the above-referenced actions or required by law, neither Shearman nor the Clients shall provide any advice given or report issued by us to any third party, or refer to us or the Services, without our prior written consent (which will not be unreasonably withheld or delayed). In no event, regardless of whether consent has been provided, shall we assume any responsibility to any third party to which any advice or report is disclosed or otherwise made available.

2. Information and Assistance

- 2.1 Provision of information and assistance** – Our performance of the Services is dependent upon the Clients providing us with such information and assistance as we may reasonably require from time to time.
- 2.2 Punctual and accurate information** – Delphi shall use reasonable skill, care and attention to ensure that all information we may reasonably require is provided on a timely basis and is accurate and complete and relevant for the purpose for which it is required. Delphi shall also notify us if it subsequently learns that the information provided is incorrect or inaccurate or otherwise should not be relied upon. FTI will notify the Company promptly if it believes the Company is not meeting its obligations in providing required information on a timely basis.

- 2.3 **No assurance on financial data** – While our work may include an analysis of financial and accounting data, the Services will not include an audit, compilation or review of any kind of any financial statements or components thereof. Delphi management will be responsible for any and all financial information they provide to us during the course of this Engagement, and we will not examine or compile or verify any such financial information. Moreover, the circumstances of the Engagement may cause our advice to be limited in certain respects based upon, among other matters, the extent of sufficient and available data and the opportunity for supporting investigations in the time period. Accordingly, as part of this Engagement, we will not express any opinion or other form of assurance on financial statements of Delphi.
- 2.4 **Prospective financial information** - In the event the Services involve prospective financial information, our work will not constitute an examination or compilation, or apply agreed-upon procedures, in accordance with standards established by the American Institute of Certified Public Accountants or otherwise, and we will express no assurance of any kind on such information. There will usually be differences between estimated and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We will take no responsibility for the achievability of results or events projected or anticipated by the management of Delphi.
3. **Additional Services**
- 3.1 **Responsibility for other parties** – Delphi shall be solely responsible for the work and fees of any other party engaged by it to provide services in connection with the Engagement regardless of whether such party was introduced to Delphi by us. Except as provided in this Engagement Contract, we shall not be responsible for providing or reviewing the advice or services of any such third party, including advice as to legal, regulatory, accounting or taxation matters. Further, we acknowledge that we are not authorized under our Engagement Contract to engage any third party to provide services or advice to Shearman or the Clients without Shearman's or the Clients' written authorization.
4. **Confidentiality** – It is understood that: (a) FTI will keep confidential all information obtained, or analyses developed, in connection with the above-referenced actions or any related actions with respect to which Shearman may seek its advice, unless FTI is required by legal process to disclose such information. In such a case, FTI will give prompt notice to Shearman to allow Shearman time to object to such process, obtain a protective order or take other reasonable action; (b) FTI will use such confidential information solely in connection with its engagement by Shearman on the Clients' behalf; and (c) FTI will not consult for, or otherwise represent, any other person or entity in connection with the above-referenced actions.
5. **Termination**
- 5.1 **Termination of Engagement with notice** – Shearman may terminate the Engagement Contract for whatever reason upon written notice to us. Upon receipt of such notice, we will stop all work immediately, but Delphi will be responsible for all fees and expenses incurred by us through the date termination notice is received.
- 5.2 **Continuation of terms** – The terms of the Engagement that by their context are intended to be performed after termination or expiration of this Engagement Contract, including but not

limited to, Clauses 3 and 4 of the Engagement letter, and Clauses 1.3, 6 and 7 of the Standard Terms and Conditions, are intended to survive such termination or expiration and shall continue to bind all parties.

- 5.3 **Document Disposition** – At the termination of this project, FTI will return to Shearman all documents and other materials associated with its work as a consultant to Shearman, including copies of documents that have been provided to it in connection with its work pursuant to this agreement or that contain in any way any theories, opinions, information, or other materials disclosed or provided to it in connection with its work as a consultant. With Shearman's prior consent, FTI may elect to destroy all such materials at the termination of this project.

6. **Liability Limitation; Waiver of Jury Trial**

- 6.1 **Limitation of Liability**—Delphi agrees that FTI and any of its subsidiaries and affiliates, officers, directors, shareholders, agents, employees, subcontractors and/or independent contractors furnished by FTI to perform the Services (collectively, "Personnel") shall not have any liability to Shearman, the Clients or to any third party claim as a result of Shearman's retention of FTI, the execution and delivery of this Engagement Contract, the provision of Services or other matters relating to or arising from this Engagement Contract, other than liabilities that shall have been determined by a final non-appealable order of a court of competent jurisdiction to have resulted from the gross negligence or willful misconduct of FTI or its Personnel in respect of whom such liability is asserted or as otherwise set forth herein or in a separate document. Without limiting the generality of the foregoing, in no event shall FTI or its Personnel be liable for consequential, indirect or punitive damages, damages for lost profits or opportunities or other like damages or claims of any kind.

- 6.2 **WAIVER OF JURY TRIAL**—TO FACILITATE JUDICIAL RESOLUTION AND SAVE TIME AND EXPENSE, DELPHI AND FTI IRREVOCABLY AND UNCONDITIONALLY AGREE NOT TO DEMAND A TRIAL BY JURY IN ANY ACTION, PROCEEDING OR COUNTERCLAIM ARISING OUT OF OR RELATING TO THE SERVICES OR ANY SUCH OTHER MATTER.

7. **Governing Law and Jurisdiction**—The Engagement Contract shall be governed by and interpreted in accordance with the laws of the State of New York, without giving effect to the choice of law provisions thereof. The United States District Court for the Southern District of New York and the appropriate Courts of the State of New York sitting in the Borough of Manhattan, City of New York shall have exclusive jurisdiction in relation to any claim, dispute or difference concerning the Engagement Contract and any matter arising from it. The parties submit to the jurisdiction of such Courts and irrevocably waive any right they may have to object to any action being brought in these Courts, to claim that the action has been brought in an inconvenient forum or to claim that those Courts do not have jurisdiction. Notwithstanding the foregoing, while the Company is in bankruptcy, the U.S. Bankruptcy Court of the Southern District of New York (the "Bankruptcy Court") shall have exclusive jurisdiction over the Engagement Contract and all references to other courts in this paragraph shall be deemed to apply to the Bankruptcy Court only.

INSTRUCTIONS FOR COMPLETING LAW FIRM/CONSULTANT/EXPERT INVOICES

The attached invoice form should be submitted with all original invoices for services rendered in connection with all legal matters involving Delphi Automotive Systems and its U.S. subsidiaries submitted by law firms or consultants and experts providing legal-related services. Please submit invoices monthly.

**CERTAIN BASIC INFORMATION IS REQUIRED TO PROCESS AN INVOICE.
THE INVOICE CANNOT BE PROCESSED WITHOUT THIS INFORMATION:**

Case Matter Name: If you do not know the case/matter name, please contact the responsible Delphi Attorney or Legal Assistant.

Case Matter No.: If you do not know the case/matter number, please contact the responsible Delphi Attorney or Legal Assistant. Note that only one case/matter may be billed on an invoice.

Firm Employer Identification Number: Please include your firm's EIN on the invoice.

Invoice No.: Each invoice must be specifically identifiable by means of a unique Invoice Number. In other words, no two invoices should have the same Invoice Number. The Invoice Number should consist of no more than ten characters (numeric and/or alpha). Please do not reuse invoice numbers submitted to Delphi previously.

Insurance No.: Please include any insurance number on the invoice (Sedgwick for those matters covered by Delphi's insurance carrier or ESIS for those matters covered by GM's insurance carrier).

Approval: All invoices must be signed on behalf of the firm.

ANALYSIS OF FEES FOR PERSONS PERFORMING SERVICES DURING THIS BILLING PERIOD

Last Name, First Initial: List only persons who performed services during the billing period covered by the invoice. Partial hours should be stated as a decimal fraction, i.e., 20 minutes = .33.

This Bill: Under the category "This Bill," please do not include any past due amount. Past due amounts should only be included in the "Cumulative Totals."

Cumulative Totals: Amounts for "This Bill" should be included in "Cumulative Totals." (The amounts shown under "This Bill" and "Cumulative Totals" should be the same on each line on the first billing for each case/matter using the new invoice format.)

GENERALLY

Delphi will reimburse a firm for reasonable and actual out-of-pocket payments made to third-party vendors (i.e., Delphi will not pay for markups or surcharges added by the firm) for the following items:

- Air freight/express mail deliveries
- Bond fees and premiums
- Coach-class air fare (lowest available rate/class)
- Computerized Delphi database research
- Computerized legal research (e.g., Lexis, Westlaw)
- Court reporter fees
- Expert witness fees
- Filing fees
- Inside photocopy (up to 10 cents per page)
- Local business transportation (e.g., taxi fares)
- Long distance telephone charges (for voice, fax or data)
- Outside messenger services
- Outside photocopy, binding, and printing services
- Postage
- Travel (airfare, hotel, rental car)

Delphi will not pay for:

- Billing of time related to professional services rendered
- Books/subscriptions
- Charges related to overall case management
- Creating, updating or organizing litigation or case files
- Distribution of documents, pleadings, correspondence and materials internally or to client
- Entertainment items (movies, books, alcohol, etc.)
- Fax communications (except long distance telephone charges)
- Hourly fees while traveling
- Inside photocopy (more than 10 cents per page)
- Internal case docketing activities
- Internal firm information technology charges
- LEXIS/NEXIS/Westlaw charges beyond the expenses actually incurred by the firm
- Local meals
- Local personal transportation (taxi/limousine to/from home)
- Local telephone charges
- Membership fees
- Office supplies
- Overtime charges
- Room service or excessive meal expenses
- Secretarial/clerical charges
- Storage charges
- Time spent copying documents or materials
- Transportation expenses or time spent traveling between firm offices
- Word processing

EXHIBIT H

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PARTY / FUNCTION
Curtin & Heefner, LLP	Robert Szwajkos Daniel P. Mazo	250 N. Pennsylvania Avenue		Morrisville	PA	19067		Counsel top SPS Technologies, LLC
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583		Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583		Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153		Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153		Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153		Counsel to General Motors Corporation
White & Case LLP	Glenn Kurtz Gerard Uzzi Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		Counsel for Appaloosa Management, LP
White & Case LLP	Thomas Lauria Frank Eaton	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		Counsel for Appaloosa Management, LP

EXHIBIT I

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Cohen, Weiss & Simon LLP	Joseph J. Vitale	330 West 42nd Street		New York	NY	10036		212-356-0238	646-473-8238	jvitale@cwsny.com	Counsel for International Union, United Automobile, Areospace and Agriculture Implement Works of America (UAW)
IUE-CWA	James D Clark	501 Third St NW	Sixth Fl	Washington	DC	20001			202-434-1343		
IUE-CWA	Peter Mitchell	501 Third St NW	Sixth Fl	Washington	DC	20001					
Kennedy, Jennick & Murray, P.C.	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003					Attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America
Meyer, Suozzi, English & Klein, P.C.	Lowell Peterson, Esq.	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	lpeterson@msek.com	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
United Auto Workers	Daniel Sherrick	8000 E Jefferson Ave		Detroit	MI	48214					

Contact	Company	Address 1	Address 2	City	State	Zip
Al Coven	UAW Local 699	1191 Bagley St		Saginaw	MI	48601
Bennie Calloway	UAW Local 2188	342 Perry House Rd.		Fitzgerald	GA	31750
Bill Riddle	UAW Local 659	1222 Glenwood		Flint	MI	48502
Carl Kolb, Ted Williams	IUE-CWA Local 698	International Union of Electrical Workers	1001 Industrial Park Dr	Clinton	MS	39056-3211
Conference Board Chairman	IUE-CWA Automotive Conf Board	2360 Dorothy Lane	Ste. 201	Dayton	OH	45439
Darel Green	UAW Local 1021	804 Meadowbrook Dr.		Olathe	KS	66062
Darrell Shepard	UAW Local 2157	4403 City View Dr.		Wichita Falls	TX	76305
David York	UAW Local 438	7435 S. Howell Ave.		Oak Creek	WI	53154
Dennis Bingham	USW Local 87	21 Abbey Avenue		Dayton	OH	45417
Frank Andrews	UAW Local 686	524 Walnut St.		Lockport	NY	14094
Gary Resier	IUE-CWA Local 717	2950 Sierra Dr. NW		Warren	OH	44483
Jack White	UAW Local 167	5545 Fieldstone Ct.		Middleville	MI	49333
James Clark	IUE-CWA Industrial Division	501 Third Street NW		Washington	DC	20001-2797
James Hurren	UAW Local 467	2104 Farmer St.		Saginaw	MI	48601
Joe Buckley	UAW Local 696	1543 Alwildy Ave		Dayton	OH	45408
John Clark	UAW Local 2031	5075 Belmere Dr.		Manitou Beach	MI	49253
John Huber	UAW Local 1097	221 Dewey Ave		Rochester	NY	14608
Kizziah Polke	UAW Local 2083	c/o Delphi T & I Garry Gilliam		Cottondale	AL	35453
Larry Phillips	IUE-CWA Local 711	4605 Airport Rd.		Gadsden	AL	35904
Larry West	IUE-CWA Local 755	1675 Woodman Dr.		Dayton	OH	45432
Lattie Slusher	UAW Local 913	3114 S. Hayes Ave.		Sandusky	OH	44870
Mark Profit	IUE-CWA Local 801	1250 W. Dorothy Lane	Suite 301	Dayton	OH	45439
Mark Sweazy	UAW Local 969	3761 Harding Dr.		Columbus	OH	43228
Richard Shoemaker	Vice-President GM Department	8000 E Jefferson		Detroit	MI	48214
Rick Zachary	UAW Local 662	2715 Rangeline Dr.		Anderson	IN	46017
Rob Betts	UAW Local 2151	140 64th Ave.		Coopersville	MI	49404
Ron Gettelfinger	UAW President	8000 E Jefferson		Detroit	MI	48214
Russ Reynolds	UAW Local 651	3518 Robert T. Longway Blvd.		Flint	MI	48506
Scott Painter	IUE-CWA Local 1111	1051 S. Rockefeller Ave.		Ontario	CA	91761
Skip Dziedzic	UAW Local 1866	7435 S. Howell Ave.		Oak Creek	WI	53154
Sona Camp	UAW Local 292	1201 W. Alto Rd.		Kokomo	IN	46902
Steve Ishee	UAW Local 2190	1 Thames Ave.		Laurel	MS	39440
Terry Scruggs	UAW Local 2195	20564 Sandy Rd.		Tanner	AL	35671
William Humber	IUE-CWA Local 416	760 Jersey Avenue		New Brunswick	NJ	08901
ZebWells	IUE-CWA Local 718	925 Industrial Park Rd.		Brookhaven	MS	39601

EXHIBIT J

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Delphi Corporation
Special Parties

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE
FTI Consulting, Inc.		Three Times Square	11th Fl.	New York	NY	10036		212 499-3681